1173025

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.





OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response... 1

SEC USE ONLY

Prefix

Serial

DATE RECEIVED

## FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

**PROCESSED** 

JUN 2 4 2005

THOMSON FINANCIAL

| Name of Offering (check if this is an amendment and n                 | name has changed, and indicate change.)                 |
|---|---|
| ZettaCore, Inc.   |   |
| Filing Under (Check box(es) that apply): [ ] Rule 504                 | [ ] Rule 505 [ X ] Rule 506 [ ] Section 4(6) [ ] ULOE   |
| Type of Filing: [X] New Filing  | [ ] Amendment   |
| A. BASIC IDE  | ENTIFICATION DATA                                       |
| Enter the information requested about the issuer                      |   |
| Name of Issuer (check if this is an amendment and nam ZettaCore, Inc. | me has changed, and indicate change.)                   |
| Address of Executive Offices (Number and Street, Code)                | City, State, Zip Code) Telephone Number (Including Area |
| 369 Inverness Parkway, Suite 350, Englewood, CO 80                    | 0112 (303) 300-2900                                     |

| A. BASIC IDENTIFICATION DATA                                 |  |  |  |  |  |
|--|--|--|--|--|--|
| Address of Principal<br>Area Code)<br>(if different from Exe | Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Inclecutive Offices)  |  |  |  |  |
| Brief Description of I<br>Development of mol                 | Business<br>lecular memory technology  |  |  |  |  |
| Type of Business<br>Organization                             |  |  |  |  |  |
| [ X ] corporation  | [ ] limited partnership, already formed [ ] other (please specify):  |  |  |  |  |
| [ ] business trust   | [ ] limited partnership, to be formed  |  |  |  |  |
| Organization: on: (Enter two                                 | Month Year  Date of Incorporation or [0][2][0][1] [X] Actual [] Estimated [D-letter U.S. Postal Service abbreviation for State: for other foreign jurisdiction) [D][E] |  |  |  |  |

### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under <u>Regulation D</u> or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

| Each general and managing pa  |                         | прк    |                      |        |            |      |                                    |
|---|-------------------------|--------|----------------------|--------|------------|------|------------------------------------|
| Check Box(es) that [ ] Promoter [ ] Apply:                            | Beneficial<br>Owner     | []     | Executive<br>Officer | [X]    | Director   | []   | General and/or<br>Managing Partner |
| Full Name (Last name first, if individual Khosla, Vinod               | al)                     |        |                      |        |            | _    |                                    |
| Business or Residence Address<br>369 Inverness Parkway, Suite 350, Er |                         |        | eet, City, State     | , Zip  | Code)      |      |                                    |
| Check Box(es) that [ ] Promoter [ ] Apply:                            | Beneficial<br>Owner     | []     | Executive<br>Officer | [X]    | Director   | []   | General and/or<br>Managing Partner |
| Full Name (Last name first, if individual Jurvetson, Steve            | ai)                     |        |                      |        |            |      |                                    |
| Business or Residence Address<br>369 Inverness Parkway, Suite 350, Er |                         |        | eet, City, State     | , Zip  | Code)      |      |                                    |
| Check Box(es) that [ ] Promoter [ ] Apply:                            | Beneficial<br>Owner     | []     | Executive<br>Officer | [X]    | Director   | []   | General and/or<br>Managing Partner |
| Full Name (Last name first, if individual Jordan, Davis               | al)                     |        |                      |        |            |      |                                    |
| Business or Residence Address<br>369 Inverness Parkway, Suite 350, Er |                         |        | et, City, State      | , Zip  | Code)      |      |                                    |
| Check Box(es) that [ ] Promoter [ ] Apply:                            | Beneficial [ ]<br>Owner | ] Exe  | ecutive Officer      | [X]    | Director   | []   | General and/or<br>Managing Partner |
| Full Name (Last name first, if individua<br>Levine, Randolph H.       | ıl)                     |        |                      |        | 3110       |      |                                    |
| Business or Residence Address<br>369 Inverness Parkway, Suite 350, En | •                       |        | et, City, State,     | Zip    | Code)      |      |                                    |
|   |                         |        |                      |        |            |      |                                    |
| (Use blank sheet, or c  | opy and use ac          | dditio | onal copies of       | f this | s sheet, a | s ne | cessary.)                          |

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

| 3 3 3 1   | '                       | <u>'</u>                           |             |                                    |
|---|-------------------------|------------------------------------|-------------|------------------------------------|
| Check Box(es) that [ ] Promoter [ ] Apply:                              | Beneficial [ ]<br>Owner | Executive Officer [X] Dir          | rector []   | General and/or<br>Managing Partner |
| Full Name (Last name first, if individual)<br>Goronkin, Herb            |                         |                                    |             |                                    |
| Business or Residence Address<br>369 Inverness Parkway, Suite 350, Engl |                         | treet, City, State, Zip Code<br>12 | e)          |                                    |
| Check Box(es) that [ ] Promoter [ ] Apply:                              | Beneficial []<br>Owner  | Executive Officer [X] Dir          | rector []   | General and/or<br>Managing Partner |
| Full Name (Last name first, if individual)<br>Vadasz, Les               |                         |                                    |             |                                    |
| Business or Residence Address<br>369 Inverness Parkway, Suite 350, Engl |                         | treet, City, State, Zip Code<br>12 | €)          |                                    |
| Check Box(es) that [ ] Promoter [ ] Apply:                              | Beneficial [X]<br>Owner | Executive Officer [X] Dir          | ector []    | General and/or<br>Managing Partner |
| Full Name (Last name first, if individual)<br>Toprani, Subodh           |                         |                                    |             |                                    |
| Business or Residence Address<br>369 Inverness Parkway, Suite 350, Engl | •                       | treet, City, State, Zip Code<br>12 | ∌)          |                                    |
| Check Box(es) that [ ] Promoter [ ] Apply:                              | Beneficial [X]<br>Owner | Executive Officer [ ] Dir          | ector []    | General and/or<br>Managing Partner |
| Full Name (Last name first, if individual)<br>Cree, Brian J.            |                         |                                    |             |                                    |
| Business or Residence Address<br>369 Inverness Parkway, Suite 350, Engl |                         | treet, City, State, Zip Code<br>12 | e)          |                                    |
| (Use blank sheet, or c  | opy and use ad          | Iditional copies of this sl        | heet, as ne | cessary.)                          |

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

|  |                     | ·  |      |                                    |
|--|---------------------|--|------|------------------------------------|
| Check Box(es) that [ ] Promoter [ ] Apply:                             | Beneficial<br>Owner | [X] Executive Officer [ ]] Director        | []   | General and/or<br>Managing Partner |
| Full Name (Last name first, if individual)<br>Shrivastava, Ritu        | )                   |  |      |                                    |
| Business or Residence Address<br>369 Inverness Parkway, Suite 350, Eng |                     | nd Street, City, State, Zip Code)<br>80112 |      |                                    |
| Check Box(es) that [ ] Promoter [ ] Apply:                             | Beneficial<br>Owner | [X] Executive Officer [ ] Director         | []   | General and/or<br>Managing Partner |
| Full Name (Last name first, if individual) Rhodine, Craig              | )                   |  |      |                                    |
| Business or Residence Address<br>369 Inverness Parkway, Suite 350, Eng |                     | nd Street, City, State, Zip Code)<br>80112 |      |                                    |
| Check Box(es) that [ ] Promoter [ ] Apply:                             | Beneficial<br>Owner | [X] Executive Officer [ ] Director         | []   | General and/or<br>Managing Partner |
| Full Name (Last name first, if individual) Kuhr, Dr. Werner G.         |                     |  |      |                                    |
| Business or Residence Address<br>369 Inverness Parkway, Suite 350, Eng |                     | d Street, City, State, Zip Code)<br>80112  |      |                                    |
| Check Box(es) that [ ] Promoter [ ] Apply:                             | Beneficial<br>Owner | [X] Executive Officer [ ] Director         | []   | General and/or<br>Managing Partner |
| Full Name (Last name first, if individual)<br>Nimmagadda, Srinivas     |                     |  |      |                                    |
| Business or Residence Address<br>369 Inverness Parkway, Suite 350, Eng |                     | d Street, City, State, Zip Code)<br>80112  |      |                                    |
| (Use blank sheet, or o   | opy and use         | e additional copies of this sheet, a       | s ne | cessary.)                          |

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

| • Each genera                               | ii anu managing pa  | rtifier of parti    | ieramp is: | uers.            |              |      |                                    |
|---|---------------------|---------------------|------------|------------------|--------------|------|------------------------------------|
| Check Box(es) that Apply:                   | [ ] Promoter [X]    | Beneficial<br>Owner | [ ]Exe     | cutive Officer [ | ] Director   | []   | General and/or<br>Managing Partner |
| Full Name (Last nam<br>Draper Fisher Jurvet |                     | )                   |            |                  |              |      |                                    |
| Business or Residen<br>400 Seaport Court, S |                     |                     |            | City, State, Zip | Code)        |      |                                    |
| Check Box(es) that Apply:                   | [ ] Promoter [X]    | Beneficial<br>Owner | [] Exe     | cutive Officer [ | ] Director   | []   | General and/or<br>Managing Partner |
| Full Name (Last nam<br>Oxford Bioscience Pa |                     | )                   |            |                  |              |      |                                    |
| Business or Residen<br>222 Berkeley Street, |                     | •                   |            | City, State, Zip | Code)        |      |                                    |
| Check Box(es) that Apply:                   | [ ] Promoter [X]    | Beneficial<br>Owner | [] Exe     | cutive Officer [ | ] Director   | []   | General and/or<br>Managing Partner |
| Full Name (Last nam KPCB Holdings, Inc.,    | •                   |                     |            |                  | •            |      |                                    |
| Business or Residena<br>2750 Sand Hill Road |                     | •                   | nd Street, | City, State, Zip | Code)        |      |                                    |
| (Use  | e blank sheet, or o | opy and us          | e additio  | nal copies of t  | his sheet, a | s ne | cessary.)                          |

|                             |                                    |                      |                      | -                    | B. INFO              | DRMAT                                   | ION ABO              | OUT OF               | FERING               |                      |                    |                  |                      |           |
|-----------------------------|------------------------------------|----------------------|----------------------|----------------------|----------------------|---|----------------------|----------------------|----------------------|----------------------|--------------------|------------------|----------------------|-----------|
| 1.                          | Has the is offering?               |                      | •••••                |                      |                      | • |                      |                      | ••••••               | •••••                | ,                  | Ye<br>[          |                      | No<br>[X] |
| 2.                          | What is th                         | ne minim             | um inve              | stment t             | hat will b           | е ассер                                 | ted from             | any ind              | ividual?             |                      |                    | \$               | N/A                  |           |
| 3.                          | Does the                           | offering             | permit jo            | int owne             | ership of            | a single                                | unit?                |                      |                      |                      |                    | Ye               | _                    | No        |
| 4.                          | [X]                                |                      |                      |                      |                      |   |                      |                      |                      |                      |                    |                  |                      |           |
| Full                        | Name (La                           | ast name             | first, if i          | ndividua             | i)                   |   |                      |                      |                      |                      |                    |                  |                      |           |
| Bus                         | iness or F                         | Residenc             | e Addres             | SS .                 | (Numb                | per and                                 | Street, C            | city, Stat           | e, Zip C             | ode)                 |                    |                  |                      |           |
| Nar                         | ne of Asso                         | ociated B            | roker or             | Dealer               | •                    |   |                      |                      |                      |                      |                    |                  |                      |           |
|                             | es in Whi<br>eck "All S            |                      |                      |                      |                      |   |                      |                      |                      |                      | []                 | All S            | States               |           |
| [AL]<br>[IL]<br>[MT         | [IN]<br>] [NE]                     | [AZ]<br>[IA]<br>[NV] | [AR]<br>[KS]<br>[NH] | [CA]<br>[KY]<br>[NJ] | [CO]<br>[LA]<br>[NM] | [CT]<br>[ME]<br>[NY]                    | [DE]<br>[MD]<br>[NC] | [DC]<br>[MA]<br>[ND] | [FL]<br>[MI]<br>[OH] | [GA]<br>[MN]<br>[OK] | [HI]<br>[M:<br>[OI | S]<br>R]         | [ID]<br>[MO]<br>[PA] |           |
| [RI]<br>Full                | [SC]<br>Name (La                   | [SD]<br>ast name     | [TN]<br>first, if in | [TX]<br>ndividua     | [UT]<br>I)           | [VT]                                    | [VA]                 | [WA]                 | [WV]                 | [WI]                 | [W                 | YJ               | [PR]                 |           |
|                             | <u></u>                            |                      |                      |                      |                      | <u>-</u>                                |                      |                      |                      |                      |                    |                  | <del></del>          | <u>,</u>  |
| Bus                         | iness or F                         | Residenc             | e Addres             | SS                   | (Numb                | er and S                                | Street, C            | ity, Stat            | e, Zip Co            | ode)                 |                    |                  |                      |           |
| Nan                         | ne of Asso                         | ciated B             | roker or             | Dealer               |                      |   |                      |                      |                      |                      |                    |                  |                      |           |
|                             | es in Whice<br>eck "All St<br>[AK] |                      |                      |                      |                      |   | to Solici            | t Purcha             | sers<br>[FL]         | <br>[GA]             | [ ]<br>[H]         |                  | States<br>[ID]       |           |
| [/L]<br>[IL]<br>[MT<br>[RI] | [IN]                               | [IA]<br>[NV]<br>[SD] | [KS]<br>[NH]<br>[TN] | [KY]<br>[NJ]<br>[TX] | [LA]<br>[NM]<br>[UT] | [ME]<br>[MY]<br>[VT]                    | [MD]<br>[NC]<br>[VA] | [MA]<br>[ND]<br>[WA] | [MI]<br>[OH]         | [MN]<br>[OK]<br>[WI] | [M:<br>[Of<br>[W]  | S]<br><b>?</b> ] | [MO]<br>[PA]<br>[PR] |           |

|    | Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.  Type of Security  Debt                   | Aggregate<br>Offering Price<br>\$<br>\$6,000,000.00 | Amount Already<br>Sold<br>\$<br>\$ <u>6,000,000.00</u> |
|----|--|---|--|
|    | Preferred: Preferred Stock (Shares of Series B Preferred stock, par value 001 per share)  Convertible Securities (including warrants):  Partnership Interests  | \$<br>\$<br>\$<br>\$6,000,000.00                    | \$<br>\$<br>\$<br>\$ <u>6,000,000.00</u>               |
| 2. | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." |   |  |
|    |  | Number of<br>Investors                              | Aggregate Dollar Amount of Purchaser                   |
|    | Accredited Investors  Non-accredited Investors  Total (for filings under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  | 9<br>0<br>N/A                                       | \$ <u>6,000,000.00</u><br>\$ <u>0</u><br>\$ <u>N/A</u> |
| 3. | If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.                                       |   |  |
|    | Type of offering   | Type of<br>Security                                 | Dollar<br>Amount Sold                                  |
|    | Rule 505   |   | \$   |
|    | Regulation A   |   | \$   |
|    | Rule 504 Total   |   | \$   |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR PROCEEDS

|    | C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AN   | ID USE OR PROC                                    | EEDS                     |
|----|---|---|--------------------------|
| 4. | a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.         |   |                          |
|    | Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Total   | [<br>[<br>]<br>[<br>]                             | ] \$                     |
| t  | b. Enter the difference between the aggregate offering price given in response to Part C- Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."   |   | \$ <u>5,996,000.00</u> 1 |
| 5. | Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. |   |                          |
|    |   | Payments to<br>Officers, Director<br>& Affiliates | Payments<br>To Others    |
|    | Salaries and fees   | []\$  | []\$                     |
|    | Purchase of real estate   | []\$  | []\$                     |
|    | Purchase, rental or leasing and installation of machinery and equipment   | []\$  | []\$                     |
|    | Construction or leasing of plant buildings and facilities   | []\$  | []\$                     |
|    | Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).   | []\$  | []\$                     |
|    | Repayment of indebtedness   | []\$  |                          |
|    | Working capital   | []\$  |                          |
|    | Other (specify):  | [ ]\$   | []\$                     |

Column Totals.....

Total Payments Listed (column totals added).....

[]\$\_\_\_\_\_

[X] \$5,996,000

<sup>&</sup>lt;sup>1</sup> Fees to be paid out of available cash, not out of aggregate offering price. Accordingly, no adjustment of gross proceeds to the issuer.

| D | FFD | FR | ΔΙ : | SIGI | NΔ. | TURE |
|---|-----|----|------|------|-----|------|
|---|-----|----|------|------|-----|------|

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

| Issuer (Print or Type)         | Signature                       | Date    |
|--------------------------------|---------------------------------|---------|
| ZettaCore, Inc.                | -grafler                        | 6-16-05 |
| Name of Signer (Print or Type) | Title of Signer (Print or Type) | •       |
| Brian J. Cree                  | Vice President – Finance        |         |

**ATTENTION** 

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

|    | E. STATE SIGNATURE  |     | *** |
|----|---|-----|-----|
| 1. | Is any party described in 17 CFR 230.262 presently subject to any of the disqualification | Yes | No  |
|    | provisions of such rule?  | []  | [X] |

NOT APPLICABLE TO RULE 506 OFFERINGS OF FEDERAL COVERED SECURITIES UNDER THE PROVISION OF SECTION 18(b)(4)(D) OF THE SECURITIES ACT OF 1933, AS AMENDED BY NSMIA.

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

NOT APPLICABLE TO RULE 506 OFFERINGS OF FEDERAL COVERED SECURITIES UNDER THE PROVISION OF SECTION 18(b)(4)(D) OF THE SECURITIES ACT OF 1933, AS AMENDED BY NSMIA.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

| Issuer (Print or Type)         | ( / / / )                | Date    |  |  |  |
|--------------------------------|--------------------------|---------|--|--|--|
| ZettaCore, Inc.                | Swarf! Cin               | 6-16-05 |  |  |  |
| Name of Signer (Print or Type) | Title (Print or Type)    |         |  |  |  |
| Brian J. Cree                  | Vice President - Finance |         |  |  |  |

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# **APPENDIX**

| 4                  |   |  | The second secon | region and the second second second                    | والمومس ويومون بوه فيتدوك بارواني  | Matalangua with the personal control   |                            |  | atan Salaminin                            |  |
|--------------------|---|--|--|--|--|--|----------------------------|--|---|--|
| 1                  | 2 3   |  | 1<br>2<br>9  |  | 4  |  | 5                          |  |   |  |
|                    | Intend to sell to   |  |  |  |  |  |                            |  |   |  |
|                    |   |  |  |  |  |  |                            |  | Disqualification                          |  |
|                    | n   | ion-   | Type of security   |  |  |  |                            | under State  |   |  |
|                    | accredited and aggregate investors in offering price State offered in state |  |  | Type of investor and amount purchased in State         |  |  |                            |  | ULOE<br>(if yes, attach<br>explanation of |  |
|                    |   |  |  |  |  |  |                            |  |   |  |
|                    |   |  | (Part C-Item 1)  | :<br>:   | (Part C-Item 2)  |  |                            |  | waiver granted) (Part E-Item 1)           |  |
| ئەمىرە بىير -<br>ئ | Parameter Salah<br>Tanan  |  | Up to \$17,689,686 in  | Number of  | ng Alandan ay tirak menangan bilang  | Number of  | general in the sector sets | ;  | Company of the                            |  |
| State              | Vac   | No   | Shares of Series B<br>Preferred Stock  | Accredited Investors                                   | Amount   | Non-Accredited Investors   | Amount                     | Yes  | No  |  |
| AL                 | , 103   |  |  | IIIVOSIOIS   | A11104)11  | 111VCStO13   | Amount                     |  |   |  |
| AK                 | ر المداسات الدارات<br>ا   |  | Esta de la composição d | francisco en acada ()                                  | The fact of the second second second   | . Nacional community of the second  | Parameters and             | hara saadaad<br>;  | r martamer                                |  |
| ΑZ                 | Section of the section (  | The world the site array   | Amerikan di Kabupatèn Kabupatèn Kabupatèn Kabupatèn Kabupatèn Kabupatèn Kabupatèn Kabupatèn Kabupatèn Kabupatèn<br>Kabupatèn Kabupatèn Kabupatèn Kabupatèn Kabupatèn Kabupatèn Kabupatèn Kabupatèn Kabupatèn Kabupatèn Kabupatèn<br>Kabupatèn Kabupatèn  | 1900 a. mar - 1 a. | Analysi maga sistem of process and a 200 sistem  | rt (folksik – i likulu silaliyani ya itti u takati.<br>Ingili<br>Ingili  |                            | yan menada e dali)<br>B  | ladoligija, amerika, ka                   |  |
| AR                 | , in a Sand   |  | Anno anno 1965 - Teoreta de la compansión de la compansión de la compansión de la compansión de la compansión<br>La compansión de la compa  |  | e de la composition della comp |  |                            | green of the state | The second                                |  |
| CA                 |   | Χ  | 1,601,586 shares of<br>Series B Preferred  | 5  | \$2,453,631  | 0  | 0                          |  | N/A                                       |  |
| СО                 |   | Χ  | 207,661 shares of<br>Series B Preferred  | 1  | \$318,137  | 0  | 0                          |  | N/A                                       |  |
| CT                 | Line regulació  | general de la companya de la company |  |  | and the second s | e y man en   |                            | :ಶ್ರೀ<br>:<br>ತರ್ವಾಗದ ಇತ್ತವೆ   | a tambér ne                               |  |
| DE                 |   | ha wa ca   | k<br>Karandan (1988) - 1980 - 1980 - 1980 - 1980 - 1980 - 1980 - 1980 - 1980 - 1980 - 1980 - 1980 - 1980 - 1980 - 1  | ()<br>()   | الرابطير محفالت النبائل الارادي التجارك  |  | !<br>ؤلامة كيم بمعام       | ا<br>الدورورية   | nis dividenta di                          |  |
| DC                 | ;<br>;<br>;<br>;<br>;<br>;  | <b></b>  | a<br>Sangtan www   |  | antras ruurkken tuur raakta seeret   | ्षः<br>जुङ्गेका १८१५ (१८) वर्षः इति इति ।  | nangway i ya nini men      |  |   |  |
| FL                 | ; 1. 7.134  | <b>5.</b>  | general and an extension of the control of the cont |  |  |  | ء<br>غار علام ال           |  |   |  |
| GA                 | . 12  | )  | and the second and make a second region of all a   |  | to control of the second of th | gille a maaaanaa ka ka ka ka dh.<br>M  | i sir ili yang             | i wasaningi i  | D-1 127 40 July                           |  |
| ID                 | ji karî.<br>•   |  | District Construction of the Construction of t |  | Committee of Participation   | iliga sa   |                            | , and the  | eti ess situat i                          |  |
| IL                 | • ,   | X :  | 33,680 shares of<br>Series B Preferred   | 1<br>1<br>2  | \$51,598   | 0  | 0                          | : 3. 4.<br>: : : : : : : : : : : : : : : : : : :   | N/A                                       |  |
| IN                 |   | , 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1  | ning pagalan na ang pagalan na ang<br>Pagalan na ang pagalan na ang pagal  | tanggar sa atau atau atau atau<br>B                    | ಲಿಪ್ರತಿ (೧೯೩೬), ೧೯೩೮) ೯೯೯೮:<br>  | dan Basili kacamatan kalendari.<br>B   |                            | ing samu and samu an<br>Samu and samu and sa   |   |  |
| IA                 | · · · · · ·   | ا<br>:   | en e   | 1 · · · · · · · · · · · · · · · · · · ·                |  |  |                            |  |   |  |
| KS                 |   | lee a tara ili eri e ti<br>i   | s and the second of the second |  |  |  |                            |  | ***                                       |  |
| KY                 |   |  |  |  |  |  |                            |  |   |  |
| LA                 |   | <u>.</u> ,   | ing a superior of the superior | Julian saudi   | The state of the state of  | en e   |                            |  | 4.35.4                                    |  |
| ME                 |   |  | The second secon |  |  | en e   | 16.                        |  | ***                                       |  |
| MD                 | -   |  |  | e e e  |  |  |                            |  | · · · · ·                                 |  |
| MA                 |   | X  | 1,166,963 shares of<br>Series B Preferred  | 2  | \$1,787,786  | 0  | 0                          |  | N/A                                       |  |
| MI                 |   | *  | , akan menengangkan merekana)<br>Bi  | anton en en elle.<br>E                                 | ing may are the second of  | alignoria de la compania de la comp<br>Notacione de la compania de la comp   |                            | 1  | a distribution                            |  |
| MN                 | 11 11 11 11 11 11 11 11 11 11 11 11 11                                      |  | en e   |  |  | erio de la companya della companya della companya della companya de la companya della companya d |                            | درم م<br>الموادر والموادر  |   |  |
| MS                 | 1   |  |  |  |  |  |                            |  |   |  |

# **APPENDIX**

| 1                   | 100   | 2                                | 3  | 4  |  |  |  | 5  |  |  |
|---------------------|---|----------------------------------|--|--|--|--|--|--|--|--|
|                     |   |                                  |  |  | ;<br>}   |  |  |  |  |  |
| ii<br>ii            | Inten   | d to sell                        |  |  |  |  |  | in the state of th | <b>)</b><br>()   |  |
| -1                  | •   | to                               |  |  |  |  |  |  | Disqualification   |  |
|                     |   | on-                              | Type of security   |  |  |  | :  | under State  |  |  |
|                     | accredited and aggregate investors in offering price State offered in state (Part B-Item 1) |                                  |  | Type of investor and amount purchased in State (Part C-Item 2)   |  |  |  | ULOE (if yes, attach explanation of waiver granted)  |  |  |
|                     |   |                                  |  |  |  |  |  |  |  |  |
|                     |   |                                  |  |  |  |  |  |  |  |  |
| 1                   | 1   | 1)                               |  |  |  |  | 3  | (Part E-Item 1)  |  |  |
| las sangaganga<br>i |   | 1                                | Up to \$17,689,686 in  | Number of  |  | Number of  | THE COLUMN CONTRACTOR  |  | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,   |  |
| 4                   |   |                                  | Shares of Series B   | Accredited   | •  | Non-Accredited   | i:   |  |  |  |
| State               | Yes   | No                               | Preferred Stock  | Investors  | Amount   | Investors  | Amount   | Yes  | No   |  |
| МО                  | -   |                                  |  |  | The state of the s | granden som standen som  |  |  |  |  |
| MT                  | i<br>paga again   | many in Confession / Trick age   |  | THE SELECT OF SHARE SERVED AND ADDRESS OF THE SERVED SERVE | R  | 17<br>18<br>18<br>18<br>18<br>18<br>18<br>18<br>18<br>18<br>18<br>18<br>18<br>18   | i<br>Louiseannaile, ceil   |  |  |  |
| NE                  |   | والقحر ويادوا المساخ             | e de la company    |  |  | i di<br>   | والموارية والمدارة المدارية  | ation makes the  | ا<br>ويد تشوري مصحوب مصيدت   |  |
| NV                  | l<br>Lenan ing  | i<br>Maria dan marakan           | t og skalende i til store state skalende skalend   |  | gladaten dia Milliothiko panjulon dia pilonee dan da loggeri   | Supposed States and the Sale and the Tallacian and the Control of the Sale and the  | i<br>Partimonium principalis (principalis)   | و المنطقة المالية  | أست تنظيمات مارأ   |  |
| NH                  |   | 7                                | Part of the Control o   |  |  |  |  |  |  |  |
| NJ                  |   | o de compression de la constanta |  |  | antidos de la compressa que en estado de la compressa estado en estado de la compressa de la compressa de la c   | ا<br>پولندى: در دېستان دېرواني دې دېرواني  | l<br>Takalisahalanga missilikan samal  | and held Think are the   |  |  |
| NM                  |   |                                  |  |  | Comment of the comment   |  | i<br>Tradapara regal acers   |  | manarana merupakan dia 1   |  |
| NY                  |   |                                  | 906,559 shares of<br>Series B Preferred  | 2  | \$1,388,848  | 0  | 0  |  | N/A  |  |
| NC                  |   | ra courter                       | Series b Preferred   | d<br>Price providence distributed to settle  | and the state of t | to the state of th | ا<br>المحاصلة المال المحاور المحادلة<br>المحاصلة المال المحادد المحادلة  | المنفسنسة ومسادته  |  |  |
| ND                  |   | ماداد مادونات واستهام المستوادين | ผู้สัดเรียงเล่นความที่จะเกิด เลืองระการณี พ.สารที่ระดำสารการแผนสมัยเครื่อนี้ได้ เพื่อวุนกระได้ที่ได้และสมัยเรีย  |  | light (Milliander on Halingen). In The Topic sides with the  | for the second s | , !!<br>   | ر<br>از توخیلی آر ایسان شری شری در<br>از   | nici di managana da esti a   |  |
| ОН                  |   |                                  |  | THE RESERVE AND THE RESERVE AN | entente anten en e  | T<br>Service (1990) Processory of the posterior<br>S   |  | v = ; == ; == ;  | Andrew Control   |  |
| OK                  |   | Service of the service           | The section of the se   | interior in the second section of the sectio | e and e explored to compress of commentations, which   |  |  | The second second  | ALTERNATION OF STREET  |  |
| OR                  |   | andreas and a                    | ر المعالية الموادلة الموادلة الموادلة الموادلة الموادلة المستقير الموادلة الموادلة الموادلة الموادلة الموادلة ا<br>  |  | A COMMENT OF THE PROPERTY OF THE PARTY OF TH |  |  |  |  |  |
| PA                  |   | ورددن در تقینین                  | A TOTAL CONTRACTOR OF THE SECTION ASSESSMENT   |  | paratira. Vijana anta dinakat di   | ke marangan salah dalam salah  |  |  |  |  |
| RI                  | Landa orași de la                                       | ago (= ago ant o má = 1 (m)      | والمساورة المتحافظ والمرابية والمقابلة ومستقطيني والمراف والميسا المدالية والمرابية والمستقطينية والمتحدد  | mandi de Merinani del  | garagalar adalar da da da da aran da aran da aran da aran da   | d<br>gegenet beginn a dig it i spenike på 1990 – dikalite<br>f   |  | ا<br>ا   | L-11-11-11-11-11-11-11-11-11-11-11-11-11   |  |
| SC                  |   | and the second second second     |  |  |  | <u></u>  |  |  | إلى توريد تتناسخت تعب  |  |
| SD                  |   | Control of the second            |  |  | و الحيث الدورية فيفدون بينيستكسو سيدوا براديها الدارا  | La company of the company  |  |  |  |  |
| TN                  | lara-radi<br>1  |                                  |  |  | איני איני איני איני איני איני איני איני  | en e   |  | 1  |  |  |
| TX                  | 1   | i inimi se juga minamaha seli    | E district different agency of the control of the c   | ارا در در در میداد در  | والمرابع والمرابع والمرابع والمرابع والمتعادلة والمتعادلة والمرابع والمرابع والمتعادلة و | ا<br>الهي يديني درمانية ( الحرار ) ال الهروكتافي ما يطعع   | e de la companio del companio della  |  | in the standard company of the |  |
| UT                  | lar naruradê<br>• I   | <b></b>                          | S<br>COMPRESENTATION OF THE SECTION OF | PRINCEL WILL WINE  | in the state of th | The state of the s |  | العسديديد.   | A Comment of the Comm |  |
| VT                  | <u> </u>  |                                  | ).<br>Na santa prima estado de 1970 de 1970<br>Na santa prima estado de 1970   |  | )<br>المن المنظم   |  |  | الخاصين جار .<br>المخاصين جار .<br>ال  |  |  |
| VA                  |   | :<br>پردندوسد دروناموسوور<br>ا   | المراب والمرابع والمرابع والمحكوم والمرابع المرابع والمرابع والمرابع والمرابع والمرابع والمرابع والمرابع والمرابع  | The second of th | alaya ng sakkiliking piliki saya sa sa sili<br>K   |  |  |  | ga aerga, szágraf a  |  |
| WA                  |   | ar Linda                         | and the property of the same transfer of the same t   | netim sa nett make e primar partie   | وَالْمُخْسِدِينَ * * * * نَعِيدُ الْمُنْتَارِينِيْتِهِ * مَا تَقَاعِينَا لِمُنْتِكِمُ مِنْ الْمُنْتَالِ  | Bandaria i negaratu un un un es con l'est est<br>E   | ولين د عال مداسس د خادد.<br>در   | ۇلىگىلىدە ئىسىدە دى.د.<br>ئە.  | No. No subsequence of the Control of |  |
| WV                  | 1   | nase nestes et seur seile        | ereka e gazane alli degiraje. A kain jodi ili kakalani ek kalin ili da   | ر المعرف الدين بيد المالي المدينية المعالم المعالم المعالم المعالم المعالم المعالم المعالم المعالم المعالم الم<br>المعالم المعالم  | namina e rodinim no 12 de media e como de  | t gangan digi ang  | ا<br>الإمورانية الآد الشيخان ما إنصار  | ۇلىدىن دىنىسىدۇ م<br>ۇل  | ا<br>ا   |  |
| Wi                  |   |                                  |  |  | ting ting the first time to the same and the same and the same and   | اً<br>المن وي ويداد الله الأولاد و المن الله المراجعة المنافقة المنافقة المنافقة المنافقة المنافقة المنافقة المنافقة   | واقت به دید زیرا دارد.<br>داد<br>داد   | المادية تدويضه   | إأديد ال <del>قطعة سا</del>  |  |
| WY                  | <u> </u>  | إسلستنادة                        | mander i vicindad dar Vallamanan vicinda och din som della som kommunistera.   | and the second s | المدائد او المها بيكن و المسابقة المسابقة المائلينية   | to a state and the state and a single  | أوستستخصص بنيو بخيم  |  |  |  |
| PR                  |   | ika kanadérkinin di A            | and the second substitute sides in a second substitution and the second substitution and substitut   | A., 5  | Depty on the constitute of the Post Constitution of the Constituti | kana arang da ka   | te de la company |  | AL REAL PROPERTY.  |  |
|                     |   | arian anna lar a na              | ا<br>ما ما داد میرد ماکن برخطان با کارش در در میرد میرد در این   | La mercalina a malamatan da L  | أولاء والمستوين والموالولاء  | l<br>Mariani en  |  |  | and the second second  |  |